

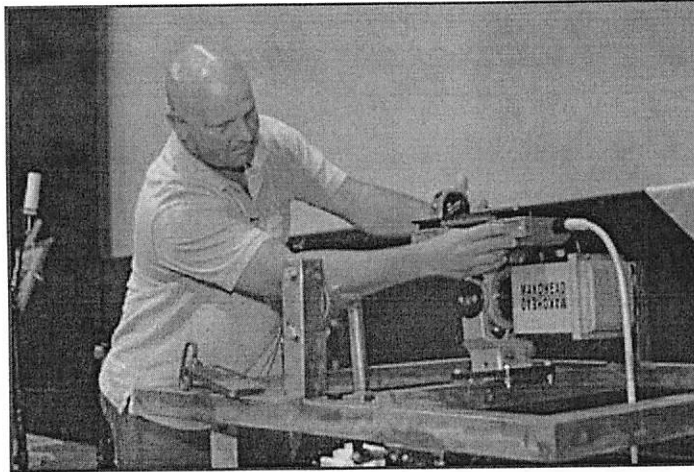
EXHIBIT AA

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ACADEMY OF MOTION PICTURE ARTS AND SCIENCES

30000_224.jpg



Event: Eight devices being considered for Scientific and Technical Academy Awards®

Filename: 30000_224.jpg

Size: 3,008w by 2,000h. 1,321,763 bytes **Date:** 10/19/2004

Eight devices being considered for Scientific and Technical Academy Awards® by the Academy of Motion Picture Arts and Sciences were demonstrated October 19, 2004, at the Academy's Linwood Dunn Theater in Hollywood. Jordan Klein Jr. of Mako Products, Inc., demonstrated the company's product Makohead.

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EXHIBIT BB

JORDAN
KLEIN
FILM & VIDEO

HOME

TOOLS



WORK

CONTACT



JORDAN
KLEIN
FILM & VIDEO

EXHIBIT CC

JK,SR 0001

Page 1

Type	Date	Num	Name	Memo	Amount	Balance
Stabilizer Mount	4/19/2002	186	Schinn, Scott R.	Stabilizer	2,500.00	2,500.00
Check	6/26/2002	WPD	Waterford, Steve	Stabilizer	2,000.00	4,500.00
Deposit	7/10/2002		Jordan Klein, Inc.	Scott Schinn	2,500.00	2,000.00
Check	7/30/2002	202	Waterford, Steve	SS#567-88-7	2,000.00	4,000.00
Check	7/30/2002	202	Waterford, Steve	2040 Shenna...	50.00	4,050.00
Check	8/2/2002	2735	Schinn, Scott R.	Stabilizer	180.00	4,240.00
Check	8/16/2002	2754	Schinn, Scott R.	Stabilizer	350.00	4,590.00
Check	8/23/2002	2767	Schinn, Scott R.	Stabilizer	280.00	4,870.00
General	10/16/2002		Glasshouse Software	CNC Program	935.60	5,805.60
Check	10/30/2002	2818	Schinn, Scott R.	Stabilizer	410.00	6,215.60
Check	1/6/2003	2876	BEI System-Donnor...	2 HZL-90-100...	598.00	6,811.60
Check	1/23/2003	2887	Schinn, Scott R.	Stabilizer	175.00	6,986.60
Check	1/23/2003	2888	Schinn, Scott R.	Stabilizer	205.00	7,191.60
Check	2/3/2003	2890	Schinn, Scott R.	Stabilizer	50.00	7,241.60
Check	3/12/2003	2914	Waterford, Steve	Impulse	2,000.00	9,241.60
Check	3/12/2003	2919	Impulse	UWV connect...	95.95	9,337.55
Check	3/12/2003	2919	Impulse	UWV connect...	408.54	9,746.09
Check	3/12/2003	2919	Impulse	UWV connect...	1,015.67	10,761.76
Check	3/12/2003	2919	Radio Shack	A/C#4616-91...	115.32	10,877.08
Check	3/12/2003	2919	Radio Shack	A/C#4616-91...	85.59	10,962.67
Check	3/12/2003	2919	Radio Shack	A/C#4616-91...	106.99	11,069.66
Check	3/12/2003	2919	Radio Shack	A/C#4616-91...	7.55	11,077.21
Check	4/21/2003	219	Harmonic Drive Tech		3,714.40	14,791.61
Check	5/1/2003	225	Waterford, Steve		2,000.00	16,791.61
Check	5/12/2003	2948	Impulse	A/C#4616-91...	1,684.09	18,246.62
Check	5/12/2003	2952	Ligi Tool & Enginee...	Inv#14119/14...	2,420.00	20,666.62
Check	6/1/2003	230	Waterford, Steve		2,000.00	22,666.62
Check	6/22/2003	234	Fern Creek Electron...	Design - elec...	5,600.00	28,266.62
Check	7/1/2003	2986	Waterford, Steve		2,000.00	30,266.62
Check	8/9/2003	3003	Ligi Tool & Enginee...	Inv#14519-01...	6,995.00	37,261.62
Check	8/15/2003	3004	Secretary of State	Mako Procuc...	78.75	37,340.37
Check	8/15/2003	3005	Staples	Office	69.52	37,409.89
Check	8/15/2003	3007	Postmaster	Postage	74.00	37,483.89
Check	8/15/2003	3009	Federal Express	Inv#4-824-5...	0.00	37,483.89
Check	8/15/2003	3008	Petty Cash	Notary fee - L...	33.00	37,516.89
Check	8/15/2003	3008	Petty Cash	Shipping to L...	13.65	37,530.54
Check	8/15/2003	3008	Petty Cash	Tooling - Sps...	22.00	37,552.54
Check	8/15/2003	3008	Petty Cash	Staples - sup...	55.42	37,607.96
Deposit	8/28/2003	11036	Jordan Klein Film &...	Reimb - rental	-1,000.00	36,607.96
Check	8/29/2003	3017	Waterford, Steve	VOID: Advance	0.00	36,607.96
Check	9/3/2003	3020	Newark Electronics	Electronics	232.15	36,840.11
Check	9/15/2003	3022	Thomas Olson Tax ...	Roske	11.00	36,851.11
Check	9/15/2003	3023	Miller Bearing, Inc.	Stepper Moto...	422.90	37,274.01
Check	9/15/2003	3028	DHL Worldwide Exp...	Shipping Inv...	30.00	37,304.01
Check	9/17/2003	3033	Postmaster	Postage	90.00	37,394.01
Check	9/17/2003	3034	McMaster Carr	McMaster Carr	353.02	37,747.03
Check	9/17/2003	3034	McMaster Carr	PSA Enterpr...	60.91	37,807.94
Check	9/17/2003	3034	McMaster Carr	McMaster Carr	34.40	37,842.34
Check	9/17/2003	3034	McMaster Carr	Silicone Sens...	3,004.88	40,847.22
Check	9/17/2003	3034	McMaster Carr	McMaster Carr	9.25	40,856.47
Check	9/17/2003	3034	McMaster Carr	McMaster Carr	110.13	40,966.60
Check	9/17/2003	3034	McMaster Carr	McMaster Carr	157.72	41,124.32
Check	9/17/2003	3034	People Data	A/C#4488-48...	12.65	41,136.97
Check	9/17/2003	3037	Countyland	Meeting with ...	73.05	41,210.02
Check	9/29/2003	3039	Harmonic Drive	Meeting	1,638.75	42,848.77
Check	10/14/2003	3039	Greenberg & Traunig	Retainer	2,000.00	44,848.77
Check	11/7/2003	247	Land N Sea	Elec. Parts	380.33	45,229.10
Check	11/7/2003	3051	Petty Cash	Misc. - Leo, s...	171.47	45,400.57
Check	11/7/2003	3057	Federal Express	A/C#1652-97...	158.92	45,559.49
Check	11/7/2003	3058	Postmaster	VOID: Postage	0.00	45,559.49
Check	11/7/2003	3059	DHL Worldwide Exp...	Shipping Inv...	61.11	45,620.60
Check	11/20/2003	251	Land N Sea	Plugs	209.95	45,830.55
Check	11/22/2003	3833	Warwick, Janet/Rick	Legal fees	200.00	46,030.55

Jordan N. Klein
Account QuickReport
All Transactions

Accrual Basis
03/04/04
4:37 PM

Jordan N. Klein
Account QuickReport
All Transactions

Type	Date	Num	Name	Memo	Amount
General	12/8/2003			Fr Ldl w/dane...	46,417.42
General	12/8/2003			Dome - Soc...	180.00
Check	12/8/2003	3065	SunTrust Bankcard	Le M...	47,765.02
Check	12/8/2003	3078	Greenberg & Traurig		4,003.00
Check	12/8/2003	3077	McMaster Carr		52,028.60
Check	12/8/2003	3077	McMaster Carr		52,860.58
Check	12/8/2003	3077	Ruby Tuesdays	Steve Waterf...	52,813.69
Check	12/8/2003	3077	Lowes		52,864.50
Check	12/8/2003	3077	McMaster Carr		53,103.94
Check	12/8/2003	3077	McMaster Carr		53,114.58
Check	12/8/2003	3077	Home Depot		53,268.28
Check	12/8/2003	3076	Xerox/Onix, Inc.	#15056	57,120.76
Check	12/20/2003	3083	Waterford, Steve	Analyze ck	58,680.76
Check	12/23/2003	3088	Ligi Tool & Enginee...	16 Inv. endto...	59,158.74
Check	12/23/2003	3087	UPS	Leo letter	59,171.94
Check	12/28/2003	3088	Barry Cordingley	Monitor for St...	95,211.94
Check	12/28/2003	3088	Harmonic Drive	INV#1108202-2	102,751.94
Deposit	12/29/2003	256	Waterford, Steve	Analyze	102,871.94
Check	12/29/2003	3094	Curtis, Erik	Rental incom...	102,121.94
Check	12/31/2003	3099	Waterford, Steve		104,121.94
Check	12/31/2003	3099	Ligi Tool & Enginee...	Bal #14856-01	108,884.86
Check	12/31/2003	3101	Greenberg & Traurig	Bal #14945-01	110,964.26
Check	1/8/2004	3103	Hummel Bar/Batons	Inv#5848	111,584.01
Check	1/8/2004	3106	Southern Blade & S....	Inv#34	113,031.26
Check	1/8/2004	3107	Federal Express	A/C#1652-97...	113,041.91
Check	1/8/2004	3108	Miller Bearing, Inc.	O-Rings Inv#...	113,065.74
Check	1/8/2004	3109	Staples	#3143	113,119.73
Check	1/9/2004	3110	Vold	Inv.1400085 ...	113,119.73
Check	1/9/2004	3111	Ermo	Inv.1400085 ...	113,257.98
Check	1/20/2004	3116	Crawford Tools	Makeo Stabilizer	113,351.28
Check	1/20/2004	3116	McMaster Carr	Makeo Stabilizer	113,505.63
Check	1/20/2004	3116	McMaster Carr	Makeo Stabilizer	114,168.80
Check	1/20/2004	3116	McMaster Carr	Makeo Stabilizer	114,182.60
Check	1/20/2004	3116	McMaster Carr	Makeo Stabilizer	114,284.75
Check	1/20/2004	3116	McMaster Carr	Makeo Stabilizer	114,297.70
Check	1/20/2004	3116	Bray Steel Sales	Makeo Stabilizer	115,225.72
Check	1/20/2004	3116	McMaster Carr	Makeo Stabilizer	115,281.32
Check	1/20/2004	3128	Fem Creek Electron...	68 hns	118,001.32
Check	2/2/2004	3128	Sisco Sensing Sys...	INV#CD2003...	122,738.32
Check	2/2/2004	3129	Viking Cases	Cases	122,738.32
Check	2/2/2004	3130	Impulse	VOID: #0110...	125,666.68
Check	2/17/2004	3139	Petty Cash	Travel	125,666.68
Check	2/20/2004	3142	McMaster Carr	#81994384/8...	126,023.68
Check	2/20/2004	3140	McMaster Carr	Psychology T...	126,827.02
Check	2/20/2004	3140	McMaster Carr	Psychology T...	126,942.87
Check	2/20/2004	3140	FL Dept of Revenue	Corp Annual ...	127,124.07
Check	2/20/2004	3140	Executive Fit Servic...	Trip to Nassau	127,375.72
Check	2/20/2004	3140	Ajux	#144306	127,511.90
Check	3/4/2004	3144	McMaster Carr	#84335982	127,620.45
Check	3/4/2004	3148	Reference Aviation M...	Trip to Leo's	127,711.47
Check	3/4/2004	3148	Wetley Inn	Trip to Leo's	127,790.56
Check	3/4/2004	3148	Showalter Fly	Meeting w/Leo	128,146.82
Check	3/4/2004	3148	Symantec	Software Nor...	128,166.87
Check	3/4/2004	3151	Art to Part	Machining	128,980.62
Check	3/4/2004	3152	Southern Blade & S....	#89304	129,033.01

4:37 PM

03/04/04

Accrual Basis

Jordan N. Klein
Account QuickReport
All Transactions

Type	Date	Num	Name	Memo	Amount	Balance
Check	3/4/2004	3153 ✓	Showalter Fly	Trip to Nassa...	26.72	129,059.73
Check	3/4/2004	3153 ✓	Intuit	Quick books ...	106.95 *	129,166.68
Total Stabilizer Mount					129,166.68	129,166.68
Total 1190 - Loans Receivable					129,166.68	129,166.68
TOTAL					129,166.68	129,166.68

CONFIDENTIAL

EXHIBIT DD

DEAL MEMO:

This Agreement is made and entered into on Wednesday, June 26th, by and between Steve Waterford, hereinafter "Waterford", at 2040 Sherman St., Hollywood, FL 33020, telephone: 954-927-0523 and Jordan Klein Film & Video, hereinafter "Klein", at 10197 S.E. 144th Pl., Summerfield, FL, 34491, telephone: 352-288-3999.

For the purpose of designing and building a two-axis, stabilization system capable of handling payloads of up to 500 lbs., Waterford is to receive the following compensation:

- ① An initial payment of two thousand dollars (\$2,000) in exchange for component and supplier information.
- ② A secondary payment of two thousand dollars (\$2,000) upon the delivery of a complete set of mechanical drawings and the subsequent functioning assembly of the ~~the~~ mechanical components.
- ③ A completion payment of one thousand dollars (\$1,000) upon the successful integration of the electronics and mechanical assemblies. It is understood that Waterford will thereafter support the design of the waterproof CPU housing and sensor housing(s).

Should Klein request Waterford's attendance, for whatever purpose, outside of the Dade and/or Broward counties, Waterford shall receive a cash expense payment of \$50 per each round trip, and be provided with free housing.

PR 2458-
Upon successful completion, Waterford shall thereafter directly receive from Klein a payment of fifty dollars (\$50) per each paid rental day for any, and all, resulting stabilization systems. A "paid rental day" excludes payment for any unpaid "weather" or down-time days. Compensation to Steve Waterford for stabilization systems sold outright to a third party, shall involve a separate negotiation that is to be made "in good faith" by both parties.

It is understood that this document is a "Deal Memo", and as such is an outline for a subsequent detailed, formal agreement which shall be drafted and signed by both parties prior to the secondary \$2,000 payment being made. ② A ?

Mechanical Designer: 

Steve Waterford

Date: 6/24/02

Jordan Klein Film & Video: 

Jordan Klein, Jr.

Date: 6/26/02

EXHIBIT EE

PROPRITORY INFORMATION EMPLOYMENT

I, Scott Shinn, for the sum of one dollar and other valuable consideration will not divulge any information I am privy to while working for the following companies or individuals on *The MAKO Stabilization System and accessories thereto*:

Jordan Klein Sr

Jordan Klein Jr


Jordan Aero Marine, Inc.

Jordan Klein, Inc. DBA Jordan Klein Film & Video

This non-disclosure agreement will stay in effect for a period of three years after the last date of employment to any one of the above companies.

This information is of a secret nature and is being developed for production and sales into many market places. The release of this information to outside parties would be a major blow to our future business and the cost to the above companies is incalculable.

Scott Shinn:

 Date: 9-13-02
9-13-02

For the Companies:

Date:

Jordan Klein Jr.

EXHIBIT FF

Payer
Form 1099-MISC

Form 1099-MISC Worksheet
► Keep for your records

2001

Payer's Name(s) as Shown on Forms
JORDAN AERO MARINE, INC.

Federal ID Number
59-1616901

Enter Recipient information for this 1099-MISC:

PAYER'S name, street address, city, state, and ZIP Jordan Aero Marine, Inc.		1 Rents <hr/>	4 Fed income tax withheld <hr/>
Street <u>10197 SE 144th PL</u> City <u>Summerfield</u> State <u>FL</u> Zip <u>34491</u> Ph. <u>(352) 288-6060</u>		2 Royalties <hr/>	
PAYER'S Federal identification number 59-1616901		3 Other income <hr/>	
RECIPIENT'S identification number 567-88-7039		5 Fishing boat proceeds <hr/>	6 Medical and health care payments <hr/>
RECIPIENT'S name Steve Waterford		7 Nonemployee compensation <hr/> 8,509.00	8 Substitute payments in lieu of dividends or interest <hr/>
Check if no longer a recipient (See Help) <input type="checkbox"/>		9 Payer made direct sales of \$5,000 or more of consumer products to a buyer for resale... <input type="checkbox"/>	10 Crop insurance proceeds <hr/>
Address Street <u>2040 Sherman Street</u> City <u>Hollywood</u> State <u>FL</u> Zip <u>33020</u>		11 <hr/>	12 <hr/>
Account number (optional) <hr/>		13 Excess golden parachute payments <hr/>	14 Gross proceeds paid to an attorney <hr/>
Check here if you received a 2nd TIN notice .. <input type="checkbox"/>		15 <hr/>	16 State tax withheld a <hr/> b <hr/>
17 State/Payer's state no. <hr/>		18 State income <hr/>	

Void



A Void this 1099-MISC ☐

Corrections

Important: If you need to reissue this Form 1099-MISC or make corrections to it for any reason after you have sent it to the recipient or to the IRS, read the instructions in Tax Help before continuing.

B Check if this corrects recipient's address and/or money amounts only (see Tax Help) ☐
C Check if this corrects recipient's SSN or EIN and/or incorrect name and address (see Tax Help) ☐

EXHIBIT GG

<input type="checkbox"/> VOID <input type="checkbox"/> CORRECTED address, city, state, ZIP code, and telephone no.		Rents \$		OMB No. 1545-0115 2003 Form 1099-MISC		Miscellaneous Income	
PAYER'S Federal identification number 359-12-0147		RECIPIENT'S identification number 567-88-7039		2 Royalties \$		4 Federal income tax withheld \$ 0	
RECIPIENT'S name Steve Waterford		3 Other income \$		5 Fishing boat proceeds \$		6 Medical and health care payments \$	
Street address (including apt. no.) 2040 Sherman Street		7 Nonemployee compensation \$ 11,680.00		8 Substitute payments in lieu of dividends or interest \$		9 Payer made direct sales of \$5,000 or more of consumer products to a buyer (recipient) for resale <input type="checkbox"/> \$	
City, state, and ZIP code Hollywood, FL 33020		10 Crop insurance proceeds \$		11 		12 	
Account number (optional)		2nd TIN not <input type="checkbox"/>		13 Excess golden parachute payments \$		14 Gross proceeds paid to an attorney \$	
15		16 State tax withheld \$		17 State/Payer's state no.		18 State income \$	

Form 1099-MISC

Cat. No. 14425J

Department of the Treasury - Internal Revenue Service

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 For
 Internal Revenue
 Service Center

File with Form 1096.

 For Privacy Act
 and Paperwork
 Reduction Act
 Notice, see the
**2003 General
 Instructions for
 Forms 1099,
 1098, 5498,
 and W-2G.**

EXHIBIT HH

HIGHLY

ATTORNEYS EYES
ONLY

Jordan Klein

CONFIDENTIAL

From: "Steve Waterford" <h2oford@hotmail.com>
To: <jordansr@att.net>
Cc: <jkfv01@gate.net>
Sent: Thursday, September 19, 2002 2:16 AM
Attach: JKP Motor-Bearing Adaptor.CAD; Motor Tube - side view.CAD; Motor Tube - end cap.CAD; Motor Seal.CAD; McMaster components.xls; Final Fee Invoice.doc
Subject: Alotta stuff

Jordan, Sr.,

Please note the attached update of the McMaster-Carr parts list.

Additional items not available through McMaster-Carr include:

1. Transformer Oil
2. Spectron dual axis Inclinometer - SSY0091C
3. Impulse Connectors - various (to be selected as per Tom wiring specifications)
4. Waterproof housing for Inclinometer/electronics
5. Slo-Syn Motors from Miller Bearing
6. Shaft Seals - CR-3727 - from Allied Bearing Supplies (I can't confirm that part number until I know the shaft diameter. This part is cheap and readily available.)

Re: Inclinometer, electronics housing

Once Tom defines certain aspects as relate to electronic contents in this housing I recommend ordering a stock waterproof housing (out of the Newark catalog?). I can select that housing and will then design the necessary mounting hardware, etc. There is no need to custom make this housing and, as far as Proprietary Information contained therein: it's a sneaky trick. If anyone opens this box (and it should still have the screws wax sealed w/ your logo stamp) and figures that the "trick" to our system is simply the Inclinometer sensor system they would then possibly waste a fortune in R&D before they discover that that alone won't work at all. So this is actually yet another secrecy trick.

(Note: Just today I learned that the MPM office in LA had done a series of tests in a camera car with the higher viscosity level sensors (the same viscosity we just ordered) and it did indeed solve the acceleration problem wonderfully. I had only been able to do boat tests; which can't accelerate as fast as a car, of course.)

Re: Motor/electronics Security Techniques

Just a brief reminder of the other tricks incorporated .

1. Exposed right-hand thread but tube actually threaded onto hidden left-hand thread motor/bearing adaptor
2. Sealing compound that breaks down under heat.
3. Four dummy screws on the front face of the motor/bearing adaptor that are wax sealed with your logo stamp.
4. One allen set-screw that locks the tube on the adaptor but is filled with

09/19/2002

MAKO
0353

EXHIBIT II

**HIGHLY
CONFIDENTIAL**

ATTORNEYS EYES

ATTORNEYS EYES
ONLY

Jordan Klein

From: "Tom Smith" <smith.tom.h@worldnet.att.net>
To: "Steve Waterford" <h2oford@hotmail.com>
Cc: <jkfv01@gate.net>; <jordansr@att.net>
Sent: Monday, July 15, 2002 6:16 PM
Subject: Re: Design Notes/Revised Drawings/New "Detail" drawing

Steve and the 2 Jordy's,

I have just read over the updated Design Notes. All seems very nice. I think Steve may be a little ahead of me. (I have not yet arranged to look at the CAD drawings.)

I have just a note about the step motors and possible improvements over the motors that Steve sent some data for. And a couple of updates of my own.

I have been looking at motors on the www and I found some at Superior Electric. Their website is at www.slosyn.com. If you go there, look for Stepper Motors, 90mm step motors, and "high torque" step motors. They have a KM091, KM092, KM093 series that have higher torque than Steve's EADmotors part number. They are "high torque" as opposed to "standard". The Superior Electric "standard" step motors are the M091, M092, M093 series. You can see that the standard motors are about equivalent to the EADmotors part nr. (All these motors are the same NEMA 34 frame size.)

I have not yet figured out from the Slosyn site how to specify the electric options for the Superior Elec. motors but they do have a distributor in Orlando (Miller Bearing) and so we should be able to get the electrical info somehow.

I have also made some progress in finding out how to drive stepper motors. There is a lot of info on the internet. I will build the step motor driver electronics myself, at least that is my current plan.

And a friend has suggested a very nice microprocessor board that can do the signal processing for us. The board is made by the Tern company. It is based on the Intel '186 chip so that software can be developed on a PC and then downloaded to the microprocessor board. The uP board costs from \$100 up to maybe \$250 each, depending on options and goodies. The required application software package for doing the software development is not very expensive - maybe \$800. (That can compare to other packages costing thousands.)

There also are a number of inertial sensors available. I will choose the inertial sensors based on budget. They could cost anywhere between \$200 per axis and \$1000 to \$1500 per axis. Or more. One thing to be done is to get quotes for current prices of the various candidates. Sooner or later I will be interested in borrowing Steve's AQRS rate sensors to do an evaluation.

That is all for now. I look forward to our next meeting.

Regards,

07/18/2002

MAKO
0328

EXHIBIT JJ

Jordan Klein

From: "Steve Waterford" <h2oford@hotmail.com>
To: <smith.tom.h@worldnet.att.net>
Cc: <jordansr@att.net>
Sent: Tuesday, July 16, 2002 11:02 AM
Subject: Re: Thanks for drawings/Update

**HIGHLY
CONFIDENTIAL**

Tom,

First of all, thanks for all the info in the previous e-mail. I will go and check out those websites as well ... and I'll go ahead and mail you the various electronic parts I have (including the AQRS sensors) from my office tomorrow.

**ATTORNEYS EYES
ONLY**

I'm quite pleased and excited about the direction you are taking with your electronics design ideas. I look forward to your being able to get at least a little idea of what I've designed through looking at the various "Assembly" views.

In consideration of that, Jordan Sr. already has a CD-ROM copy of the QuickCAD software that he can hopefully get to you fairly soon?

In answer to your question "What is QuickCAD?": It's a fairly simple CAD program that is essentially a drawing "reader" program with CAD designing capabilities (though virtually EVERY design aspect has to be laboriously entered).

I did considerable research at the time of it's purchase into other CAD programs and, just for your info, the ultimate CAD design software - hands-down - is made by SolidWorks. Brilliant, easy to use and only \$5,000(!) per "station" ... hence, QuickCAD. (And AUTOCAD sucks.)

Hope to see you soon?

Onward thru the fog.

Steve

Join the world's largest e-mail service with MSN Hotmail.
<http://www.hotmail.com>

07/16/2002

MAKO
0336

EXHIBIT KK

"Tom Smith" <tom@fcelelectro.com>

November 8, 2013 4:16 PM

To: "Klein, Jordan" <jord55@me.com>, "Dann, John"

<jd@makohead.com>

Reply-To: tom@fcelelectro.com

Mako Hd 4 alive again

Greetings.

The good news is that Mako Hd #4 is alive again. And I am finished with it.

Mako Hd 2 sits in the wings. It too (two) operates.

It still needs to be checked in several respects, such as Inner Gimbal Angle operation.

Mako Hd 4 died on Wed afternoon, right after I drug its test stand across the floor.

The floor was rough and there was some vibration.

I only intended to move it to a smoother area of my floor.

The inner axis went dead. With a high current draw.

I found that the power amplifier board that stands on edge had gone bad.

Some ceramic capacitors on the board had fractured and produced short circuits.

Unfortunately that board is not reparable because some of the fiberglass stuff burned away at the location of the two dead capacitors. The board is scrap.

I substituted a power amp board from my shelf - removed from a Mako Hd some years ago.

That board also had a problem but I found the cause and I did fix that board.

So now the inner axis is working again.

I made a few mods on both power amps of MHd 4 to maybe stave off failures like what happened on the scrap board of MHd 4.

And the Head is working.

Before the card died, I had replaced the inner-gimbal-angle pot.

I think that I sent you an email on that subject, several days ago.

I have now completed the checking of the inner-gimbal-angle correction performance.

Mako Head #2 needs the check of the inner gimbal angle pot and a check on the performance of the pot and related adjustments.

Then it will be done. Unless something in it breaks.

I plan, for Mako Hd 2, to leaves things alone that are not giving problems.

We will see.

Hours:

I have not totaled up the hours for the past three days, so I have to guess a little for now.

For all the work so far in November, I would not be surprised if the total is around 40 hours.

Hopefully, there will be only 4 or 5 more hours if the MHd 2 mechanical pot is in good shape and the pot is functioning OK electrically.

And so it goes.

Regards,
Tom

Tom Smith
Fern Creek Electronics Inc.
197 Drennen Rd., Suite 415
Orlando, FL 32806
Phone: 407-858-0800 (desk)
Phone: 407-473-0900 (cell)
tom@fcelectro.com

EXHIBIT LL

Fern Creek Electronics Inc.
197 Drennen Rd., Suite 415
Orlando, FL 32806-8504

407-473-0900

Invoice

Number: 307

Date: 10/31/2013

Bill To:

John Dann
Ocean Production Equipment, Ltd.
4 N George Street
Nassau
Bahamas

Ship To:

John Dann
Ocean Production Equipment, Ltd.
10197 SE 144th Place
Summerfield, FL, 34491

PO Number	Terms	Customer #	Ship	Via
Verbal	Due On Receipt		to be picked up	

Item #	Description	Quantity	Price Each	Amount Tax1
1	Labor hours in Oct.2013 for repair of two Tuning Boxes for Mako Head. Boxes Nr 02 and 4006	7.5	\$85.00	\$637.50 ✓

SubTotal	\$637.50
Florida Sales Tax 6.50% on \$	\$41.44
0% on \$0.00	\$0.00
Total	\$678.94

Exhibit MM

SUNTRUST BANK
PO BOX 305183
NASHVILLE TN 37230-5183

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1000004328224
07/31/2016

ACCOUNT
STATEMENT

MAKO PRODUCTS INC
10197 SE 144TH PL
SUMMERFIELD FL 34491-3725

QUESTIONS? PLEASE CALL
1-800-786-8787

IS IT TIME TO MAKE A PERSONAL COMMITMENT TO IMPROVE YOUR FINANCIAL HEALTH?
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ACCOUNT TYPE		ACCOUNT SUMMARY		STATEMENT PERIOD	
		ACCOUNT NUMBER			
TOTAL BUSINESS BANKING		1000004328224		07/01/2016 - 07/31/2016	

DESCRIPTION		AMOUNT	DESCRIPTION	AMOUNT	
BEGINNING BALANCE		\$10.32-	AVERAGE BALANCE	\$10.32	
DEPOSITS/CREDITS		\$70.00	AVERAGE COLLECTED BALANCE	\$10.32	
CHECKS		\$.00	NUMBER OF DAYS IN STATEMENT PERIOD	31	
WITHDRAWALS/DEBITS		\$20.00			
ENDING BALANCE		\$39.68			

DEPOSITS/CREDITS					
DATE	AMOUNT	SERIAL #	DATE	AMOUNT	SERIAL #
07/07	20.00		DEPOSIT	50.00	
DEPOSITS/CREDITS: 2					
TOTAL ITEMS DEPOSITED: 0					

WITHDRAWALS/DEBITS					
DATE	AMOUNT	SERIAL #	DESCRIPTION		
07/29	20.00		MAINTENANCE FEE		
WITHDRAWALS/DEBITS: 1					

BALANCE ACTIVITY HISTORY					
DATE	BALANCE	COLLECTED	DATE	BALANCE	COLLECTED
		BALANCE			BALANCE
07/01	-10.32	-10.32	07/28	59.68	59.68
07/07	9.68	9.68	07/29	39.68	39.68

MEMBER FDIC

SUNTRUST BANK
PO BOX 305183
NASHVILLE TN 37230-5183

SUNTRUST

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66/E00/0175/0/ 37
1000004328224
08/31/2016

ACCOUNT
STATEMENT

MAKO PRODUCTS INC
10197 SE 144TH PL
SUMMERFIELD FL 34491-3725

QUESTIONS? PLEASE CALL
1-800-786-8787

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LET'S GET STARTED TODAY. JOIN THE MOVEMENT AT ONUP.COM.

ACCOUNT TYPE ACCOUNT SUMMARY STATEMENT PERIOD
ACCOUNT NUMBER
TOTAL BUSINESS BANKING 1000004328224 08/01/2016 - 08/31/2016

DESCRIPTION	AMOUNT	DESCRIPTION	AMOUNT
BEGINNING BALANCE	\$39.68	AVERAGE BALANCE	\$39.03
DEPOSITS/CREDITS	\$.00	AVERAGE COLLECTED BALANCE	\$39.03
CHECKS	\$.00	NUMBER OF DAYS IN STATEMENT PERIOD	31
WITHDRAWALS/DEBITS	\$20.00		
ENDING BALANCE	\$19.68		

WITHDRAWALS/DEBITS

DATE	AMOUNT	SERIAL #	DESCRIPTION
08/31	20.00		MAINTENANCE FEE

WITHDRAWALS/DEBITS: 1

BALANCE ACTIVITY HISTORY

DATE	BALANCE	COLLECTED	DATE	BALANCE	COLLECTED
08/01	39.68	BALANCE	08/31	19.68	BALANCE
		39.68			19.68

MEMBER FDIC

EXHIBIT NN

MAKO HEAD NOTES
ATTORNEYS EYES ONLY September 25, 2002
MARKETING RECOMMEDATIONS:

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1. Establishing, and maintaining, market share in a "hi-tech" industry requires:
 - a. **SUPERIOR SERVICE TO THE CLIENT.**
Failures occur with any new technology but they should be compensated for so as to leave the client satisfied with our efforts to mitigate, or minimize, the negative impact. This level of service, and follow-through, is hyper-critical during a high technology products' entry into the market where word-of-mouth has "make or break" power.
 - b. **SUPERIOR PRODUCTS EVOLVE TO MAINTAIN SUPERIORITY.**
Competitors are rarely able to gain access to markets that are dominated by a product that maintains it's "cutting edge". On-going R&D is essential.
 - c. **COMPETITIVE PRICING THROUGHOUT THE PRODUCT'S LIFE.**
There are three distinct pricing phases in a product such as this:
 - I. Entry-level/limited unit availability. The price has to stay very flexible during this phase as you want clients to use the system yet, once they start clamoring to use the few systems you have, you have to be able to easily adjust the rental price upward to fund production of additional units and not get over-committed in the interim. This is a very tricky balancing act. Good luck!?
 - II. Multiple unit availability. The Mako Head's rental price is set-in-stone as units are dispersed to various rental entities worldwide. This does not preclude the rental agency from lowering the price the client pays at the rental houses' expense; but insures that that rental house cannot do so at JKP's expense. It simplifies book-keeping as well.
 - III. Mass marketing phase. At this point, all the R&D and fabrication costs have been recouped many times over. Now JKP would want the Mako Head to be considered "essential" on shoots of every price point; plus a lowering of the price is generally a pre-emptive strike against any other company trying to break into the market by using their "substantially" lower price as an inducement.
I don't necessarily mean lowering the rental price of the original, Mako Head system but instead possibly bringing out a new "light-weight" version (Baby Mako?) appropriate for video camera's, and/or a dedicated, retro-fit leveling system for camera crane booms, and other applications?

2. **BUILD "ENTANGLING ALLIANCES" WITH A VARIETY OF MARKET ENTITIES.** This is easily done from a "share the wealth" posture of NOT designing and building every imaginable attachment and modification of our fundamental device but encouraging others to develop their own attachments and markets. There are several very vital rationales for this:

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ONLY

have digital electronics dealing with both axis simultaneously; which is an unnecessary complexity and provides "coning" error data. Also, all but the Inclinometer electronics is contained within the motor/electronics housing. It is a completely, uniquely self-contained stabilization device.

2. Tom Smith, intellectually following the above logic, came up with the concept that the traditional approach to the digital electronics was for the entire system to know where it is via encoders and sensors and then make instant corrections; including for mechanical error. What if (Tom asked himself) instead he designed a powerful, ultra-precise power amplifier that so perfectly, instantaneously responded to input from the rate sensor - with corrective referencing to the inclinometer - that the whole system could be analog and electronically simple? Such a amplification circuit board would generate - and degrade - with heat; which we've solved by surrounding all the electronics with transformer oil to efficiently transfer all heat to the external housing. This concept of his is brilliant but it's likely that he's the only person that could design such an advanced system. Therefore there may well be patentable aspects to that specific system?

These two points are seemingly the most significant from a possible patent standpoint, in my opinion. However, various companies have begun to look askance at patent protection as it forces you to openly disclose your technology and both China and Japan, for instance, have agents who do nothing but review pending & existing patents to then steal that technology. You are, of course, then free to sue those companies in Beijing or Toyko (ha, ha, ha, you round-eyed Gaijin!). With that in mind, however, the safest thing to patent would be the independent leveling pod concept.

Ultimately I recommend the secrecy protection aspects already presented plus spray-painting (with the appropriate hi-temp epoxy paint) the relevant circuit boards so that you can't easily extract the electronic values of the various components.

PROPRIETARY ISSUES:

I recently found, and reviewed, my secrecy agreement with MPM and confirmed that your legal exposure is non-existent. All legal remedies were confined to suing myself.

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Secondly, my current design, and Tom's electronics, are so far beyond the Hydro Gyro/Perfect Horizon that little in the way of specific, previously known, proprietary information actually ended up being utilized. MPM would therefore have no perceivable legal grounds for filing a lawsuit against you for violation of my secrecy agreement. Therefore, though you are well in the clear, I'd prefer to maintain my current level of near total public anonymity with regard to this system for the foreseeable future.

However, Jordie has stated - and I agree - that it would be foolhardy to initially put the Mako Head on film productions without my being there as a "technician". But, just as now with the Hydro Gyro, I would want to be "time-carded" by the Client - not Jordan Klein Film & Video - as an independent technician at my current \$400/10 rate. This is for our mutual protection. No paper trail back to you and the Client is merely hiring me as a technician.

I already knew about the design and system capability superiority of the Mako Head vs Hydro Gyro, but I recently learned that potential clients - who actually desperately NEED stabilization - are not hiring the Hydro Gyro simply because they don't want to deal with David Grober?!

This has in turn made me aware that the introduction of the Mako Head is going to have a much more immediate market impact than I had previously surmised ... and that the Hydro Gyro will not be realistically on the market for very long thereafter, at any price point. The good news for us is that that would mean that there would be a relatively narrow "weather window" of MPM even being active in that market and looking for potential grounds for a lawsuit against any of us. The bad news is that David will be most likely be on-the-warpath during that time ... so care must be taken.

I have, nonetheless, personally developed considerable contacts in the Industry that are happy to use the Hydro Gyro as long as I am the technician and make the necessary business arrangements. And they only call my cell phone number to book that device.

Once the Mako Head is near ready to hit the market (but not yet on the market), I will need to immediately, formally & entirely abandon my business association with MPM and return all his equipment. (I'll come up with my own stated rationales for doing that; but they will be completely unrelated to working for you.)

Thereafter, whenever I receive calls from potential clients I will tell them that I no longer represent, or recommend, the Hydro Gyro but highly recommend the Mako Head. I'll then give those clients your contact information and tell them to state my referral.

Thereafter I would appreciate my being given "first call" as to being the technician on those resulting gigs, however. I may, or may not, be available ... but that would be a considerate gesture, nonetheless.

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